

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	

**AGREED ORDER APPROVING STIPULATION
REGARDING BNSF PROPERTY DAMAGE CLAIMS**

In conjunction with the attached Stipulation dated January 19, 2007 between W.R. Grace & Co. and its affiliates (collectively, the “Debtors”) and Burlington Northern Santa Fe (“BNSF”), it is hereby Ordered:

1. The Stipulation is approved.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. The Debtors' objections to the BNSF Claims, as defined in the Stipulation, outlined in the 15th Omnibus Objection and the PD CMO will be held in abeyance pending completion of the EPA Agreement and related discussions involving the Libby Properties.

3. The Claims shall be excluded from the PD CMO and all deadlines currently set forth in the PD CMO with respect to the Claims shall be vacated.

4. The Stipulation shall not affect in any way the ultimate allowance or disallowance of the Claims or the adjudication of the objections to the Claims raised in the 15th Omnibus Objections to the Claims or otherwise and the parties preserve all rights with respect to the Claims and the 15th Omnibus Objection with respect to the Claims.

5. The parties may agree to revive the adjudication of the Claims through the 15th Omnibus Objection process or any other process that may be appropriate, at any time. Alternatively, if the parties cannot reach agreement with respect to how to finalize the adjudication of any or all of the Claims, or how to otherwise proceed with respect to the Claims, any party may at any time move for the Court to approve an appropriate process to do so. However, in no event shall the PD CMO apply to these Claims unless the parties so agree that some or all of the PD CMO should apply to the Claims.

Dated: February ___, 2007

Honorable Judith K. Fitzgerald
U. S. Bankruptcy Judge